OCT 8 0 2003

SEC Potential persons who are to respond to the collection of information 1972 (6-contained in this form are not required to respond unless the form display a currently valid OMB control number.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



Address of Executive Offices

Code)

FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Telephone Number (Including Area Code)

6910 Santa Teresa Bivd., 2<sup>nd</sup> Floor, San Jose, CA 95119 (408) 826-3205

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

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SEC USE ONLY

DATE RECEIVED

Prefix

ON ORWEINTED OF EACH TON	OCT 31 2003
	THOMSON FINANCIAL
Name of Offering ([] check if this is an amendment and name has char change.) Series A-2 Preferred Stock	nged, and indicate
Filing Under (Check box(es) that [ ] Rule 504 [ ] Rule 505 [ <b>X</b> ] Rule 505	ule 506 [] Section 4(6) [] ULOE
Type of Filing: [ X ] New Filing [ ] Amendment	
A. BASIC IDENTIFICATION DATA	es plante la la companya de la resea en contrate la la Primata de La managa estra del del 19 a mente parte del mante de la managa del managa de la managa del managa
Enter the information requested about the issuer	a) and of the state of the stat
Name of Issuer ([ ] check if this is an amendment and name has chan change.) cDream Corporation	nged, and indiciate

(Number and Street, City, State, Zip

Address of Principal Business O Code) Telephone Number (Ind (if different from Executive Office	
Brief Description of Business Technology company desig monitors and television	ning and developing flat panel displays, sets.
Type of Business Organization	
[X] corporation	[ ] limited partnership, already formed [ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed
Name and a first the production and a set of the contract of t	Month Year
Actual or Estimated Date of Inco Organization:	rporation or [0]8] [0]1] [X] Actual [] Estimated
Jurisdiction of Incorporation or O	rganization: (Enter two-letter U.S. Postal Service abbreviation for State:
	CN for Canada; FN for other foreign jurisdiction) [ ][ ]

# Federal:

**GENERAL INSTRUCTIONS** 

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

Α.	BASIC	IDENTIFIC	ATION DAT	Ά

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ ] Promoter [ <b>X</b> ] Beneficial Owner	[ <b>X</b> ] Executive Officer		General and/or Managing Partner
Full Name (Last nam	ne first, if individual) <b>Lee, Jos</b>	eph Choon Rae	akk feminin mensusian menjada kekentelekan menjada sekentelekan sebagai alam menjada kekentelekan sekentelekan	newww.newpeapeapeapearenthistory
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Check Box(es) that Apply:	[ ] Promoter [ <b>X</b> ] Beneficial Owner	[ ] Executive Officer		General and/or Managing Partner
Full Name (Last nan	ne first, if individual) <b>Lee, Ou</b> g	ı Ki	n gyrin sil Landson engag ganggang yang min di di disa penggang gang si yang di Salah malah managan yang gang di dida	ridacere appare para consecutiva de la consecutiva della consecuti
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Full Name (Last nam	ne first, if individual)	y y 2000 den ar constanti con de esta constanti de activa con contrata de esta con que que maior de esta esta e	2002-20-20 <b>08-20:30</b> -20:00-20:00-20:00-20:00-30:00-30:00-30:00-30:00-30:00-30:00-30:00-30:00-30:00-30:00-30:00-30	en e
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Apply:	[ ] Promoter [	Owner	[ ] Executive Officer	[ ] Director [ ]	] General and Managing Partner
Full Name (Last name	e first, if individua	al)	estantenen eta esta distributura en estanten estanten estanten eta estanten eta en estanten eta estanten eta e Estanten eta estanten eta estante	CO SSECTION PROPERTIES AND	orinana na marana a m
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C. (	OFFERI	NG PRI	CE. NU	MBER C	)F INVE	STORS.	EXPEN:	SES ANI	) USE O	F PROC	EEDS	•

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	¢	Aggregate Offering Price	Ar	nount Already Sold
Debt Equity	Φ_ <b>¢</b>	249,999.00	ֆ_ \$	249,999.00
[ ] Common [ X ] Preferred	•	243,333.00	Ψ	240,000.00
Convertible Securities (including warrants)	\$_		\$_	
Partnership Interests	\$_		\$_	
Other (Specify).	\$_		\$_	
Total	\$	249,999.00	\$	249,999.00

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
			gregate llar Amount
	Number Investors		
Accredited Investors	1		249,999.00
Non-accredited Investors	0	_\$_ _\$_	
Total (for filings under Rule 504 only)	-	\$	
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			
Type of offering	Type of Security	Do Sol	llar Amount
Rule 505		\$	iu
Regulation A			
		. ⊉	
Rule 504		. 孕	
Total		. \$	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		]\$	0
Printing and Engraving Costs	[	]\$_	0
Legal Fees	[	]\$_	0
Accounting Fees	[	]\$_	0
Engineering Fees		]\$	0
Sales Commissions (specify finders' fees separately)	•	j\$_	0
Other Expenses (identify)		]\$_	0
b. Enter the difference between the aggregate offering price given in res - Question 1 and total expenses furnished in response to Part C - Quest difference is the "adjusted gross proceeds to the issuer."	ponse to Part C ion 4.a. This er ount	]\$ \$	0 <b>249,999.00</b>
for any purpose is not known, furnish an estimate and check the box to t	ne		

. Answer also in Appendix, Column 3, if filing under ULOE.

left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, &	Payments To
		Affiliates	Others
Salaries and fees		[]\$_0	_[]\$ <u>0</u>
Purchase of real estate		[]\$ <u>0</u>	_[]\$ <u>   0                                 </u>
Purchase, rental or leasing and installa and equipment		[]\$_0	[]\$_0
Construction or leasing of plant buildin Acquisition of other businesses (includ	gs and facilities	[]\$_0	[]\$_0
securities involved in this offering that exchange for the assets or securities of pursuant to a merger)	may be used in of another issuer	[]\$_0	[]\$_0
Repayment of indebtedness		[]\$ 0	[]\$ 0
Working capital		[]\$_0	[X]\$249,999.00
Other (specify):		[]\$_0	_[]\$_0
		[]\$_0	[]\$ 0
Column Totals		[]\$_0	[X ] <b>\$249,999.00</b>
Total Payments Listed (column totals a			249,999.00
The issuer has duly caused this notice to be this notice is filed under Rule 505, the follow to furnish to the U.S. Securities and Exchaninformation furnished by the issuer to any nature 502.  Issuer (Print or Type)  cDream Corporation  Name of Signer (Print or Type)	ving signature constitutes and ge Commission, upon written on-accredited investor pursual Signature	undertaking by the request of its staff int to paragraph (b)	e issuer ff, the
Name of Signer (Frint of Type)	Title of Signer (Pr	int or Type)	
Joseph C. R. Lee	President, Direct	O <b>r</b>	an ara-ara-ara-ara-ara-ara-ara-ara-ara-ara
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Intentional misstatements or omissions o U	f fact constitute federal crii .S.C. 1001.)	minal violations.	(See 18
E. STA	TE SIGNATURE		NA CONTROL OF STATEMENT OF STAT
1. Is any party described in 17 CFR 230.262 provisions of such rule?	2 presently subject to any of t	ne disqualification	Yes No [ ] [ <b>X</b> ]"

## See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
cDream Corporation	Chrack Title (Print or Type)	October 28, 2003
Name of Signer (Print or Type)	Title (Print or Type)	
Joseph C. R. Lee	President & CEO	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Yes	No
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002